



## **FEDERAL RESERVE SYSTEM**

### **Agency Information Collection Activities Regarding Savings and Loan Holding Companies: Announcement of Board Approval Under Delegated Authority and Submission to OMB**

**SUMMARY:** Pursuant to the Paperwork Reduction Act of 1995 and 5 CFR

1320.16, the Board of Governors of the Federal Reserve System (“Board”) is hereby giving notice of the final approval of proposed information collections from savings and loan holding companies (“SLHCs”). On July 21, 2011, the responsibility for supervision and regulation of SLHCs transferred from the Office of Thrift Supervision (“OTS”) to the Board pursuant to section 312 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank Act”). The Board issued a notice proposing information collections from SLHCs and seeking public comment on August 25, 2011.

#### **FOR FURTHER INFORMATION CONTACT:**

Cynthia Ayouch, Federal Reserve Board Clearance Officer (202-452-3829), Division of Research and Statistics, Board of Governors of the Federal Reserve System, Washington, DC 20551. Telecommunications Device for the Deaf (TDD) users may contact (202-263-4869), Board of Governors of the Federal Reserve System, Washington, DC 20551. OMB Desk Officer—Shagufta Ahmed --Office of Information and Regulatory Affairs, Office of Management and Budget, New Executive Office Building, Room 10235, Washington, DC 20503.

## **SUPPLEMENTARY INFORMATION:**

*Background.* Board-approved collections of information are incorporated into the official OMB inventory of currently approved collections of information. Copies of the Paperwork Reduction Act Submission, supporting statements and approved collection of information instrument(s) are placed into OMB's public docket files. The Federal Reserve may not conduct or sponsor, and the respondent is not required to respond to, an information collection that has been extended, revised, or implemented on or after October 1, 1995, unless it displays a currently valid OMB control number.

*Current Actions.* The Dodd-Frank Act was enacted into law on July 21, 2010. Title III of the Dodd-Frank Act abolished the OTS and transferred its authorities (including rulemaking) related to SLHCs to the Board effective as of July 21, 2011. The Board is responsible for the consolidated supervision of SLHCs beginning July 21, 2011.

Consolidated data currently collected from bank holding companies (“BHCs”) assist the Board in the identification and evaluation of significant risks that may exist in a diversified holding company. The data also assist the Board in determining whether an institution is in compliance with applicable laws and regulations. The Board believes that it is important that any company that owns and operates a depository institution be held to appropriate standards of capitalization, liquidity, and risk management. Consequently, it is the Board's intention that, to the greatest extent possible, taking into account any unique characteristics of SLHCs and the requirements of the Home Owners’ Loan Act (“HOLA”), supervisory oversight of SLHCs should be carried out on a comprehensive consolidated basis, consistent with the Board's established approach regarding BHC

supervision. The revisions approved by the Board will provide data to analyze the overall financial condition of most SLHCs to ensure safe and sound operations.

On February 8, 2011, the Board published in the *Federal Register* a notice of intent (“NOI”) to require SLHCs to submit the same reports as BHCs, beginning with the March 31, 2012, reporting period. The NOI stated that the Board would issue a formal proposed notice on information collection activities for SLHCs after the transfer date. On August 22, 2011, the Board issued a proposal to generally require SLHCs to submit certain reports currently used by BHCs and requested public comment.<sup>1</sup> The comment period for the proposal expired on November 1, 2011. The Board received 17 comment letters, which have been summarized and addressed below.

After consideration of the comments received on the proposal, the Board has determined to finalize the proposed collections of information from SLHCs with modifications. As proposed, the Board is exempting a limited number of SLHCs from regulatory reporting using the Board’s existing regulatory reports and providing a two year phase-in approach for regulatory reporting for all other SLHCs.<sup>2</sup> The reporting

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<sup>1</sup> 76 *Federal Register* 53129 (August 25, 2011).

<sup>2</sup> All SLHCs will continue to submit all currently required OTS reports, the Schedule HC-Thrift Holding Companies as part of the Thrift Financial Report (“TFR”) and the H-(b)11, through the December 31, 2011, reporting period, using the existing processing, editing and validating system, which is the Electronic Filing System (“EFS”) established by the OTS. Effective for 2012, all SLHCs will still be required to report the H-(b)11 report (OTS Form H-(b)11; OMB No. 7100-0334) with the Board. In addition, SLHCs that are initially exempt from reporting using the Federal Reserve’s regulatory reports will still be required to report Thrift Financial Report Schedule HC (OTS 1313; OMB No. 1557-0255), which is proposed to be renamed the FR 2320 report and the Board’s FR Y-6 or FR Y-7 regulatory reports. Details about how SLHCs will submit the FR 2320 to the Board effective for 2012 is described in a separate notice in the *Federal Register* dated November 10, 2011. See 76 *Federal Register* 70146. Additionally, the Board will issue a transmittal letter in early 2012 with information regarding the submission of the H-(b)11 report.

panels for the reports listed below will be revised to include SLHCs and specific citation and terminology changes to the related forms will be made as they are renewed.

For all SLHCs that are not initially excluded from reporting, the Board believes a phased-in approach should allow the SLHCs to develop reporting systems over a period of time and would reduce the risk of data quality concerns. The phase-in approach will take two years to implement and will begin with the March 31, 2012, reporting period, when savings associations are required to file the Financial Institutions Examination Council (“FFIEC”) Consolidated Reports of Condition and Income (“Call Reports”) (FFIEC 031 & 041; OMB No. 7100-0036).

During 2012, SLHCs that are not initially excluded from reporting will be required to submit the FR Y-9 series of reports and one of two year-end annual reports (FR Y-6 or FR Y-7 reports).<sup>3</sup> During 2013, these SLHCs will be required to submit all regulatory reports that are applicable to the SLHC, depending on the size, complexity, and nature of the holding company. All SLHCs submitting reports to the Board will also continue to submit the Form H-(b)11 until further notice.

The revisions will provide data to analyze the overall financial condition of SLHCs to ensure safe and sound operations. The Board also will revise other regulatory reports filed by BHCs to include SLHCs in the reporting panels going forward, as needed for supervisory purposes.<sup>4</sup> No other revisions are proposed for these information collections. Reporting requirements for BHCs would not be affected by this proposal.

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<sup>3</sup> SLHCs that must file the FR Y-9C report will not be required to complete Schedule HC-R, Regulatory Capital, until consolidated regulatory capital requirements for SLHCs are established.

<sup>4</sup> In addition, the Board plans to issue a separate reporting proposal for the FR Y-10 report in 2012 that will address the Board's plans to collect organizational structure and

The Board recognizes institutions' need for lead time to prepare for the new reporting requirements. Thus, consistent with longstanding practice, SLHCs may provide reasonable estimates during the first reporting period. The Federal Reserve Banks will provide training and guidance to SLHCs to assist with the completion and submission of the Federal Reserve's regulatory reports.

### **Summary of Public Comments**

The Board received comment letters from five trade associations (one of these letters was co-authored by two trade groups), three commercial companies, two law firms, four insurance companies, and three financial services companies (one of these letters represented seven financial services companies). The majority of the public comments addressed the two proposed exemptions for certain SLHCs from initially reporting most Federal Reserve regulatory reports. Other comments requested delayed implementation, exemption from the FR Y-6 reporting requirements and BHC capital reporting, and submission of regulatory reports based on a fiscal year basis instead of a calendar year basis. Following is a detailed discussion of the comments received and the Board's responses to the comments.

### **Detailed Discussion of Public Comments and Responses**

#### **A. Excluded SLHCs**

As mentioned above, the Board proposed to exclude certain SLHCs from initially reporting most Federal Reserve regulatory reports. There were a limited number of SLHCs where immediate transition to these regulatory reports was not deemed

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activity information from SLHCs in order to populate its National Information Center ("NIC") data base with a comprehensive list of subsidiaries and affiliates of each SLHC.

appropriate. As a result, the Board initially proposed to exempt SLHCs in either of the following categories from reporting:

1. Commercial SLHCs: SLHCs that are exempt pursuant to section 10(c)(9)(C) of HOLA (i.e., “grandfathered” unitary SLHCs) and whose savings association subsidiaries’ consolidated assets make up less than 5 percent of the total consolidated assets of the SLHC as of the quarter end prior to the reporting date quarter end; or
2. Insurance SLHCs: SLHCs where the top-tier holding company is an insurance company that only prepares statutory accounting principles (SAP) financial statements.

The proposal also stated that there could be a few SLHCs that fall outside of the exemption criteria and would be reviewed on a case-by-case basis to determine if requiring standardized regulatory reporting beginning in March 2012 was appropriate. In addition, the proposal stated that other SLHCs that currently meet the exemption criteria would be reviewed on a case-by-case basis to determine if they should be required to submit Federal Reserve regulatory reports.

Several commenters suggested the two exemptions be made permanent and implemented as proposed. The Board believes that it is important that any company that owns and operates a depository institution be held to appropriate standards of capitalization, liquidity, and risk management. Consequently, the Board has determined that, to the greatest extent possible, taking into account any unique characteristics of SLHCs and the requirements of the HOLA, supervisory oversight of SLHCs will be carried out on a comprehensive consolidated basis, consistent with the Board's established approach regarding BHC supervision. The revisions approved by the Board will provide data to analyze the overall financial condition of most SLHCs to ensure safe and sound operations.

A few commenters specifically requested that the Board communicate quickly whether a firm is eligible for an exemption and what must be reported. Some commenters encouraged the Board to perform a case-by-case analysis that will allow some SLHCs an opportunity to demonstrate the costs and challenges of implementing standardized regulatory reporting. The Board recognizes that there are significant costs associated with building financial reporting systems. Thus, the Board gave notice to SLHCs of its intent to transition SLHCs to its reporting systems in February 2011. As mentioned above, the Board believes it is prudent to apply its regulatory reporting scheme to the vast majority of SLHCs in order to assess the overall financial condition of the SLHC and the industry as a whole. The Board provided certain limited exemptions for SLHCs with characteristics that make transition difficult at this time. While the Board recognizes the challenges that SLHCs are undertaking to develop the appropriate reporting infrastructure, the Board has concluded that the transition periods and exemptions are reasonable.

The Board received a number of comments regarding the exemption for commercial SLHCs. Several commenters requested clarification regarding whether the Board intended this exemption to apply to all grandfathered unitary SLHCs with *de minimis* thrift activity or only those who principally engage in commercial activities. Commenters argued that it would be appropriate to exempt all grandfathered unitary SLHCs with *de minimis* thrift activity. They stated that these companies, whether commercial or financial in nature, are structured substantially different than BHCs, subjecting them to the Federal Reserve reporting forms would be burdensome, and that much of the information is available through other means, such as U.S. Securities and

Exchange Commission (“SEC”) filings. In the proposal, the Board was seeking to exclude only those grandfathered unitary SLHCs that were both principally engaged in commercial activities and whose thrift activities are immaterial to the consolidated organization. In response to the comments received, the Board will clarify the exemption to include only those grandfathered unitary SLHCs that engage primarily in activities that are not otherwise permissible under HOLA<sup>5</sup> and whose thrift asset size is immaterial to the size of the consolidated SLHC.

One commenter suggested raising the threshold for measuring the size of the savings association in relation to the size of the consolidated assets of the SLHC from 5 percent (“5 percent test”) to 10 percent, or allowing the exemption to apply if the asset size of the savings association exceeds 5 percent but the savings association is well-capitalized and well-managed, as determined by the most recent examination of the savings association. Another commenter suggested that the 5 percent test be calculated by averaging the four quarters prior to the reporting date instead of determining the threshold using the asset size for the single quarter prior to the reporting date. Another suggestion was to make the determination annually using a four quarter average and that SLHCs in this category should be exempt if their subsidiary savings association’s assets do not exceed 5 percent of the consolidated assets of the SLHC for four consecutive quarters. The Board continues to believe that the 5 percent test is an appropriate limit for determining if the savings association is immaterial in size in relation to the consolidated SLHC.

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<sup>5</sup> See 12 U.S.C. § 1467a(c)(2).



The Board, having taken these comments into consideration, will calculate the 5 percent test annually (as of the June 30<sup>th</sup> report date) and by reviewing the asset size of the subsidiary savings association for the prior four quarters (which includes the quarter-ended June 30<sup>th</sup> reporting period) to determine if it exceeded 5 percent of the consolidated assets of the commercial SLHC for four consecutive quarters. Therefore, if the subsidiary savings association's assets were less than 5 percent of the consolidated assets of the commercial SLHC for any single quarter during this period, the commercial SLHC will be exempt from submitting most Federal Reserve reports (except for the FR Y-6 or FR Y-7 and certain other reports) for the upcoming calendar year. Generally, once an SLHC exceeds this threshold test and must start reporting on the Federal Reserve's regulatory reports, it cannot revert to exempt status in the future and must continue to report regardless of the size of the savings association in relation to the size of the SLHC.

For the 2012 reporting year, the Board will review the total assets reported for the subsidiary savings association in the TFR (OMB No. 1550-0023) (or the FFIEC 031 or 041 Call reports if the subsidiary savings association has early adopted the submission of the Call report for 2011) and the assets reported for the SLHC on Schedule HC of the TFR for the four quarters including the June 30, 2011, reporting period to evaluate whether an institution would qualify for the exemption. Therefore, for the 2012 reporting year, the asset balances of the subsidiary savings association and the SLHC will be reviewed using the assets reported as of June 30, 2011, March 31, 2011, December 31, 2010 and September 30, 2010. For determining whether a SLHC is eligible for exemption in 2013 and beyond, if the exemption still exists, the Board will review asset balances of the savings association as reported on the FFIEC 031 or 041 report, and will

review the total asset balances of the SLHC reported on Schedule HC or the FR 2320 report, for the four quarters including the quarter-ended June 30, 2012 reporting period.<sup>6</sup>

In addition, several commenters noted that it was not clear how this exemption would apply to multi-tiered SLHCs and proposed that the 5 percent test be calculated on an enterprise-wide basis. Consistent with other Board determinations regarding consolidated supervision, the Board will calculate the 5 percent test on an enterprise-wide basis.

Many commenters were particularly concerned about transitioning SLHCs that are principally engaged in the business of insurance (an activity permissible for both SLHCs under HOLA and BHCs under section 4(k) of the Bank Holding Company Act (“BHC Act”) (“Insurance SLHCs”) to the Federal Reserve reporting forms. Several commenters stated that it would be inappropriate and potentially misleading for SLHCs that are principally engaged in insurance activities to submit reports based on existing BHC capital rules and standards, and the capital rules for such entities should be tailored to accurately and appropriately reflect the fundamental business of these types of SLHCs. Commenters requested that the Board strongly consider excluding all Insurance SLHCs, irrespective of their status as grandfathered unitary SLHCs or their reporting status with the SEC, from transitioning to Federal Reserve regulatory reports. These commenters noted that Insurance SLHCs submit financial information and reports to the state insurance regulators. In addition, one commenter cited to section 604(g) and (h) of the

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<sup>6</sup> See 76 *Federal Register* 70146 (November 10, 2011). This notice includes a proposal to create the FR 2320 as a replacement to Schedule HC of the Thrift Financial Report. This form would be submitted by exempt SLHCs only.

Dodd-Frank Act,<sup>7</sup> which requires the Board to use reports and supervisory information provided to other federal and state regulators, to the fullest extent possible.

In response to the comments, the Board will adjust the Insurance SLHC exemption to provide more certainty to affected institutions. Insurance SLHCs that submit reports to the SEC under section 13 or 15(d) of the Securities Exchange Act of 1934 would be expected to transition to the Federal Reserve reporting requirements. Current SEC reporting requirements include the submission of Generally Accepted Accounting Principles (“GAAP”) financial statements that are consolidated at the top-tier holding company.

The Board has a longstanding practice of reviewing reports submitted to other regulators as part of its supervisory activities and, as a result, the Board intends to use this information during the supervisory process. However, as noted above, the Board will supervise all SLHCs on a comprehensive consolidated basis. Although Insurance SLHCs submit financial information and reports to the state insurance regulators, this information is reported on an individual legal entity basis utilizing SAP. The Board believes that consolidated financial data from large SLHCs is an important part of this process.

#### *Revised Exemptions*

In light of the comments received and the discussion above, the Board has revised the language exempting certain SLHCs from initially transitioning to the Federal Reserve regulatory reports as follows:

1. Commercial SLHCs: The Board will not require grandfathered SLHCs to initially transition to the Federal Reserve regulatory reports if (1) as calculated annually as of June 30<sup>th</sup>, using the four previous quarters (which includes the

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<sup>7</sup> 12 U.S.C. § 1467a(b)(2).

quarter-ended June 30<sup>th</sup> reporting period), its savings association subsidiaries' consolidated assets make up less than 5 percent of the total consolidated assets of the grandfathered SLHC on an enterprise-wide basis for any of these four quarters; *and* (2) as calculated annually as of June 30<sup>th</sup>, using the assets reported as of June 30<sup>th</sup>, where more than 50 percent of the assets of the grandfathered unitary SLHC are derived from activities that are not otherwise permissible under HOLA<sup>8</sup> on an enterprise-wide basis. The exemption for commercial SLHCs will be reviewed periodically and may be rescinded if the Board determines that FR Y-9 financial information and other regulatory reports are needed to effectively and consistently assess compliance with capital and other regulatory requirements.

2. Certain Insurance SLHCs: The Board will not require SLHCs to initially transition to the Federal Reserve regulatory reports if: (1) as calculated annually as of June 30<sup>th</sup>, using the assets reported as of June 30<sup>th</sup>, where more than 50 percent of the assets of the SLHC are derived from the business of insurance on an enterprise-wide basis; *and* (2) the SLHC does not submit reports to the SEC pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Insurance SLHCs will be exempt only until consolidated regulatory capital rules are finalized for SLHCs, at which time they may be required to file consolidated financial statements to demonstrate their compliance with the capital rules, and other Federal Reserve Reports.

As proposed, the Board will require all exempt SLHCs to continue submitting the existing Schedule HC, currently in the TFR, and Form H-(b)11 (OMB No. 7100–0334) until further notice.<sup>9</sup> The Board will require all exempt SLHCs to file the FR Y-6 or FR Y-7 beginning with fiscal year ends beginning December 31, 2012.

## **B. Delayed Implementation**

For all SLHCs that were not excluded from reporting, the Board proposed a phased-in approach to allow the SLHCs to develop reporting systems over a period of time and to reduce the risk of data quality concerns. The phased-in approach would take

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<sup>8</sup> See 12 U.S.C. § 1467a(c)(2).

<sup>9</sup> The proposed *Quarterly Savings and Loan Holding Company Report* (FR 2320) report replaces the OTS TFR Schedule HC. See 76 *Federal Register* 70146. Both the FR 2320 and the H-(b)11 reports are retained in their entirety and will be required to be submitted by exempt SLHCs until further notice.

two years to implement and would begin no sooner than the March 31, 2012, reporting period, when savings associations are required to file the Call Report. Reporting requirements for BHCs would not be affected by this proposal.

During 2012, SLHCs that are not excluded above would be required to submit the FR Y-9 series of reports and one of two year-end annual reports (FR Y-6 or FR Y-7). During 2013, these SLHCs would be required to submit all BHC regulatory reports that are applicable to the SLHC, depending on the size, complexity, and nature of the holding company. All SLHCs submitting reports to the Board would also continue to submit the Form H-(b)11 until further notice.

Several commenters suggested delaying the implementation date for SLHCs to begin reporting the Federal Reserve regulatory reports. Some commenters stated that there was not sufficient time or resources to develop the systems necessary to prepare the required reports. The length of delay varied from one year to three years, or until the Board finalizes consolidated regulatory capital requirements and intermediate holding company rules for SLHCs. A number of commenters advocated that former OTS reports (i.e., Form H-(b)11 and Schedule HC of the TFR)) should only be required to be submitted until the consolidated capital and intermediate holding company rules for SLHCs are finalized.

In the NOI that was published in February 2011,<sup>10</sup> the Board stated its intention to require SLHCs to submit the same reports as BHCs beginning with the March 31, 2012, reporting period, for SLHCs that meet the quarterly reporting threshold. The structures and activities of the vast majority of SLHCs are similar to BHCs, such that the reporting

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<sup>10</sup> See 76 *Federal Register* 70146.

requirements of these SLHCs should not impose significant additional burden, particularly in view of the two year phase-in period. The Board recognizes the complexity of the FR Y-9C, which should be submitted by SLHCs with consolidated assets of \$500 million or more.<sup>11</sup> However, the majority of SLHCs have consolidated assets of less than \$500 million. SLHCs in this category would submit the FR Y-9SP, which is an abbreviated report that is filed only semiannually. SLHC reporting for the FR Y-9SP will not begin until the June 30, 2012, reporting period, which will provide additional time for the majority of SLHCs to prepare their systems for reporting. Additionally, the Board will accept reasonably estimated data for the first reporting cycle and will work with the institutions to accomplish successful reporting.

The Board believes it is prudent to start the migration of reporting by SLHCs on the proposed time frame, in order to provide the Board with data to assist in analyzing the overall financial condition of most SLHCs to ensure safe and sound operations. Therefore, the Board does not plan to extend the implementation date of the March 31, 2012, reporting period or change the two year phase-in approach. In addition, the Federal Reserve Banks have been providing training and guidance to SLHCs to assist with the completion and submission of the Federal Reserve's regulatory reports.

Some commenters suggested that the Board introduce a modified phase-in approach for SLHCs that meet either exemption but subsequently receive a determination from the Board that they should comply with the full reporting requirements. These

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<sup>11</sup> One commenter expressed concern about providing average balances in terms of either an average of daily end-of-day balances or an average of the close of business balance on each Wednesday during the reporting quarter on Schedule HC-K of the FR Y-9C, would require extremely costly system changes. The Board plans to issue a proposal to revise the reporting instruction to accommodate average balance reporting on Schedule HC-K of the FR Y-9C.

commenters suggested that such a phase-in should not begin any earlier than 2013. Some respondents stated that if the exemptions were only temporary, then the Board should adopt a suitable transition period, such as three years, to give institutions sufficient time to build financial reporting systems to comply with the Board's requirements without creating undue additional burdens.

The Board will develop a transition period for each institution within this category based on the facts and circumstances. Additionally, if the Board decides at a later date to require additional reporting for SLHCs that are currently exempt, the Board will publish a proposal in the *Federal Register* with a proposed transition date.

### **C. Exemption from FR Y-6 and BHC Capital Reporting**

Several commenters mentioned concerns about submitting the FR Y-6 which requires institutions with consolidated assets of \$500 million or more to have financial statements audited and prepared in accordance with GAAP. Some commented that the FR Y-6 is appropriate for certain categories of SLHC, but not those that are exempt, given their diverse business activities. In addition, it was suggested that the threshold for reporting of ownership in voting securities of a nonbank company be raised in excess of 10 percent, instead of the current 5 percent requirement of the FR Y-6. Commenters also expressed concern about the burden associated with requiring SLHCs to submit the Report of Changes in Organizational Structure (FR Y-10) (OMB No 7100-0297), which was not included in the proposal. The Board believes that useful information is reported in the FR Y-6, including the submission of an organization chart, the listing of securities holdings, and information on insiders. This information is used for supervisory planning

and to monitor compliance with U.S. laws and regulations. Therefore, the Board will collect the FR Y-6 from all SLHCs.

The Board is aware that the current FR Y-6 reporting instructions are based on BHC statutory requirements. Accordingly, the Board will modify the FR Y-6 and FR Y-7 reporting instructions to include the specific statutory and regulatory requirements for SLHCs. The Board also plans to issue a separate reporting proposal for the FR Y-10 report in early 2012 that would address plans to collect organizational structure and activity information from SLHCs to populate the NIC data base with a comprehensive list of subsidiaries and affiliates of each SLHC.

In addition, several commenters expressed concern about SLHCs and Insurance SLHCs submitting reports based on existing BHC capital rules and standards. As stated in the initial *Federal Register* notice, the proposal will not require SLHCs to report regulatory capital information until the Board established consolidated capital requirements for SLHCs.

Section 171 of the Dodd-Frank Act requires the Board to establish minimum leverage and risk-based capital requirements for all SLHCs on a consolidated basis regardless of the size of the SLHCs. Section 171 also requires that the minimum leverage and risk-based capital requirements shall not be less than the requirements in effect for insured depository institutions. As stated in a notice published in the *Federal Register* on April 22, 2011,<sup>12</sup> the Board will issue proposed capital rules for SLHCs at a later date. Until those regulatory capital requirements are finalized, SLHCs would not be required to complete regulatory capital schedules that are included in any report that a SLHC is

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<sup>12</sup> 76 *Federal Register* 22662 (April 22, 2011).



required to submit to the Board. Consequently, if a SLHC is required to file the quarterly FR Y-9C report, it would not be required to complete Schedule HC-R, Regulatory Capital, at this time.

#### **D. Fiscal Year Reporting**

Several commenters suggested that the Board should allow for fiscal year reporting rather than requiring calendar year reporting. These commenters argued that requiring calendar year reporting would add significant complexity and require significant resources to maintain dual reporting systems.

The Board recognizes that some SLHCs use fiscal year reporting rather than calendar year reporting. However, the Board has a longstanding policy of requiring calendar year reporting on most of the standardized financial regulatory reports in order to provide an appropriate basis for comparability and consistency in peer analysis. In addition, the FFIEC 031 and 041 that will be submitted to a savings association's primary Federal banking regulator require calendar year reporting. The Board will require SLHCs that are generally exempted from initially transitioning to the Federal Reserve reporting forms to file the proposed Quarterly Savings and Loan Holding Company Report (FR 2320; OMB No. 7100-to be assigned), the H-(b)11 report, the FR Y-6, or the FR Y-7 all of which allow fiscal year reporting. Therefore, the Board will retain calendar year reporting where required on existing reports.

*Final approval under OMB delegated authority without extension of the following reports.* As discussed in more detail above, the Board has approved expanding these reporting panels to include SLHCs in the same manner as BHCs with certain exceptions and modifications.

1. *Report title:* The Annual Report of Bank Holding Companies and the Annual Report of Foreign Banking Organizations.

*Agency form number:* FR Y-6 and FR Y-7.

*OMB control number:* 7100-0297.

*Frequency:* Annual.

*Reporters:* FR Y-6: Top-tier domestic BHCs and SLHCs; FR Y-7: Foreign Banking Organizations (“FBOs”).

*Estimated annual reporting hours:* FR Y-6: 28,796; FR Y-7: 713.

*Estimated average hours per response:* FR Y-6: 5.25 hours; FR Y-7: 3.75.

*Number of respondents:* FR Y-6: 5,485; FR Y-7: 190.

*General description of report:* These information collections are mandatory under the Federal Reserve Act, the Bank Holding Company Act (BHC Act), the Home Owners’ Loan Act (HOLA), and the International Banking Act (12 U.S.C. §§ 248 (a)(1), 602, 611a, 1467a(b)(2), 1844(c)(1)(A), 3106(a), and 3108(a)), and Regulations K, Y, and LL (12 CFR 211.13(c), 225.5(b), and 238.4(b)). Individual respondent data are not considered confidential. However, respondents may request confidential treatment for any information that they believe is subject to an exemption from disclosure under the Freedom of Information Act (FOIA), 5 U.S.C. § 552(b).

*Abstract:* The FR Y-6 is an annual information collection submitted by top-tier BHCs and SLHCs, as well as non-qualifying FBOs. It collects financial data, an organization chart, verification of domestic branch data, and information about shareholders. The Board uses the data to monitor holding company operations and determine holding company compliance with the provisions of the BHC Act, HOLA, Regulation Y, and

Regulation LL (12 CFR 225, 238). The FR Y-7 is an annual information collection submitted by qualifying FBOs to update their financial and organizational information with the Board. The Board uses information to assess an FBO's ability to be a continuing source of strength to its U.S. operations and to determine compliance with U.S. laws and regulations.

*2. Report title:* Financial Statements for Bank Holding Companies.

*Agency form number:* FR Y-9C, FR Y-9LP, FR Y-9SP, FR Y-9ES, and FR Y-9CS.

*OMB control number:* 7100-0128.

*Frequency:* Quarterly, semiannually, and annually.

*Reporters:* BHCs and SLHCs.

*Estimated annual reporting hours:* FR Y-9C: 210,399; FR Y-9LP: 31,689; FR Y-9SP: 47,790; FR Y-9ES: 49; FR Y-9CS: 472.

*Estimated average hours per response:* FR Y-9C: 45.00; FR Y-9LP: 5.25; FR Y-9SP: 5.40; FR Y-9ES: 0.50; FR Y-9CS: 0.50.

*Number of respondents* FR Y-9C: 1,165; FR Y-9LP: 1,509; FR Y-9SP: 4,425; FR Y-9ES: 98; FR Y-9CS: 236.

*General description of report:* This information collection is mandatory (12 U.S.C. §§ 1467a(b)(2), 1844(c)(1)(A)). Confidential treatment is not routinely given to the data in these reports. However, confidential treatment for the reporting information, in whole or in part, can be requested in accordance with the instructions to the form, pursuant to sections (b)(4), (b)(6), and (b)(8) of FOIA (5 U.S.C. §§ 522(b)(4), (b)(6), and (b)(8)).

*Abstract:* The FR Y-9C and the FR Y-9LP are standardized financial statements for the consolidated BHC or SLHC and its parent. The FR Y-9 family of reports historically has

been, and continues to be, the primary source of financial information on BHCs and SLHCs between on-site inspections. Financial information from these reports is used to detect emerging financial problems, to review performance and conduct pre-inspection analysis, to monitor and evaluate capital adequacy, to evaluate BHC or SLHC mergers and acquisitions, and to analyze a BHC's or SLHC's overall financial condition to ensure safe and sound operations.

The FR Y-9C consists of standardized financial statements similar to the Federal Financial Institutions Examination Council (FFIEC) Consolidated Reports of Condition and Income (Call Reports) (FFIEC 031 & 041; OMB No. 7100-0036) filed by commercial banks. The FR Y-9C collects consolidated data from BHCs and SLHCs. The FR Y-9C is filed by top-tier BHCs or SLHCs with total consolidated assets of \$500 million or more. (Under certain circumstances defined in the General Instructions, BHCs or SLHCs under \$500 million may be required to file the FR Y-9C.)

The FR Y-9LP includes standardized financial statements filed quarterly on a parent company only basis from each BHC or SLHC that files the FR Y-9C. In addition, for tiered BHCs or SLHCs, a separate FR Y-9LP must be filed for each lower tier BHC or SLHC.

The FR Y-9SP is a parent company only financial statement filed by smaller BHCs or SLHCs. Respondents include BHCs or SLHCs with total consolidated assets of less than \$500 million. This form is a simplified or abbreviated version of the more extensive parent company only financial statement for large BHCs or SLHCs (FR Y-9LP). This report is designed to obtain basic balance sheet and income information for the parent

company, information on intangible assets, and information on intercompany transactions.

The FR Y-9ES collects financial information from Employee Stock Ownership Plans that are also BHCs or SLHCs on their benefit plan activities. It consists of four schedules: Statement of Changes in Net Assets Available for Benefits, Statement of Net Assets Available for Benefits, Memoranda, and Notes to the Financial Statements.

The FR Y-9CS is a supplemental report that may be utilized to collect additional information deemed to be critical and needed in an expedited manner from BHCs and SLHCs. The information is used to assess and monitor emerging issues related to BHCs and SLHCs. It is intended to supplement the FR Y-9 reports, which are used to monitor BHCs and SLHC between on-site inspections. The data items of information included on the supplement may change as needed.

### 3. Financial Statements for Nonbank Subsidiaries of U.S. Bank Holding Companies.

*Agency form number:* FR Y-11 and FR Y-11S.

*OMB control number:* 7100-0244.

*Frequency:* Quarterly and annually.

*Reporters:* BHCs and SLHCs.

*Estimated annual reporting hours:* FR Y-11 (quarterly): 18,088; FR Y-11 (annual): 3,658; FR Y-11S: 1,033.

*Estimated average hours per response:* FR Y-11 (quarterly): 6.8; FR Y-11 (annual): 6.8; FR Y-11S: 1.0.

*Number of respondents:* FR Y-11 (quarterly): 665; FR Y-11 (annual): 538; FR Y-11S: 1,033.

*General description of report:* This information collection is mandatory (12 U.S.C. §§ 1467a(b)(2); 1844(c)(1)(A)). Confidential treatment is not routinely given to the data in these reports. However, confidential treatment for the reporting information, in whole or in part, can be requested in accordance with the instructions to the form, pursuant to sections (b)(4), (b)(6) and (b)(8) of FOIA (5 U.S.C. §§ 522(b)(4), (b)(6) and (b)(8)).

*Abstract:* The FR Y-11 reports collect financial information for individual non-functionally regulated U.S. nonbank subsidiaries of domestic BHCs or SLHCs. BHCs and SLHCs file the FR Y-11 on a quarterly or annual basis according to filing criteria. The FR Y-11 data are used with other BHC and SLHC data to assess the condition of BHCs and SLHCs that are heavily engaged in nonbanking activities and to monitor the volume, nature, and condition of their nonbanking operations.

The FR Y-11S is an abbreviated reporting form that collects four data items: net income, total assets, equity capital, and total off-balance-sheet data items. The FR Y-11S is filed annually, as of December 31, by top-tier BHCs and SLHCs for each individual nonbank subsidiary (that does not meet the criteria for filing the detailed report) with total assets of at least \$50 million, but less than \$250 million, or with total assets greater than 1 percent of the total consolidated assets of the top-tier organization.

*4. Report title:* Financial Statements of Foreign Subsidiaries of U.S. Banking Organizations.

*Agency form number:* FR 2314 and FR 2314S.

*OMB control number:* 7100-0073.

*Frequency:* Quarterly and annually.

*Reporters:* Foreign subsidiaries of U.S. state member banks, BHCs, SLHCs, and Edge or agreement corporations.

*Estimated annual reporting hours:* FR 2314 (quarterly): 19,483; FR 2314 (annual): 4,415; FR 2314S: 1,047.

*Estimated average hours per response:* FR 2314 (quarterly): 6.6; FR 2314 (annual): 6.6; FR 2314S: 1.0.

*Number of respondents:* FR 2314 (quarterly): 738; FR 2314 (annual): 669; FR 2314S: 1,047.

*General description of report:* This information collection is mandatory (12 U.S.C. §§ 324, 602, 625, 1467a(b)(2), and 1844(c)). Confidential treatment is not routinely given to the data in these reports. However, confidential treatment for the reporting information, in whole or in part, can be requested in accordance with the instructions to the form, pursuant to sections (b)(4), (b)(6) and (b)(8) of FOIA (5 U.S.C. §§ 522(b)(4) (b)(6) and (b)(8)).

*Abstract:* The FR 2314 reports collect financial information for non-functionally regulated direct or indirect foreign subsidiaries of U.S. state member banks (SMBs), Edge and agreement corporations, SLHCs, and BHCs. Parent organizations (SMBs, Edge and agreement corporations, SLHCs, or BHCs) file the FR 2314 on a quarterly or annual basis according to filing criteria. The FR 2314 data are used to identify current and potential problems at the foreign subsidiaries of U.S. parent companies, to monitor the activities of U.S. banking organizations in specific countries, and to develop a better understanding of activities within the industry, in general, and of individual institutions, in particular.

The FR 2314S is an abbreviated reporting form that collects four data items: net income, total assets, equity capital, and total off-balance-sheet data items. The FR 2314S is filed annually, as of December 31, for each individual subsidiary (that does not meet the criteria for filing the detailed report) with assets of at least \$50 million but less than \$250 million, or with total assets greater than 1 percent of the total consolidated assets of the top-tier organization.

*5. Report title:* Bank Holding Company Report of Insured Depository Institutions’  
Section 23A Transactions with Affiliates.

*Agency form number:* FR Y-8.

*OMB control number:* 7100-0126.

*Frequency:* Quarterly.

*Reporters:* Top-tier BHCs and SLHCs, including financial holding companies (“FHCs”), for all insured depository institutions that are owned by the BHC or SLHC and by FBOs that directly own a U.S. subsidiary bank.

*Estimated annual reporting hours:* 56,001 hours.

*Estimated average hours per response:* Institutions with covered transactions, 7.8 hours; Institutions without covered transactions, 1.0 hour.

*Number of respondents:* Institutions with covered transactions, 1,134; Institutions without covered transactions, 5,155.

*General description of report:* This information collection is mandatory (12 U.S.C. §§ 1467a(b)(2), 1844(c)(1)(A) and is given confidential treatment (5 U.S.C. § 552(b)(4)).

*Abstract:* This reporting form collects information on transactions between an insured depository institution and its affiliates that are subject to section 23A of the Federal



Reserve Act. The primary purpose of the data is to enhance the Board's ability to monitor bank exposures to affiliates and to ensure banks' compliance with section 23A of the Federal Reserve Act. Section 23A of the Federal Reserve Act is one of the most important statutes on limiting exposures to individual institutions and protecting against the expansion of the federal safety net.

6. *Report title:* Consolidated Bank Holding Company Report of Equity Investments in Nonfinancial Companies, and the Annual Report of Merchant Banking Investments Held for an Extended Period.

*Agency form number:* FR Y-12 and FR Y-12A, respectively.

*OMB control number:* 7100-0300.

*Frequency:* FR Y-12, quarterly and semiannually; and FR Y-12A, annually.

*Reporters:* BHCs, SLHCs, and FHCs.

*Estimated annual reporting hours:* FR Y-12, 1,980 hours; and FR Y-12A, 126hours.

*Estimated average hours per response:* FR Y-12, 16.5 hours; and FR Y-12A, 7.0 hours.

*Number of respondents:* FR Y-12, 35; and FR Y-12A, 18.

*General description of report:* This collection of information is mandatory pursuant to Section 5(c) of the BHC Act (12 U.S.C. § 1844(c)(1(A)) and Section 10(b) of HOLA (12 U.S.C. § 1467a(b)(2)). The FR Y-12 data are not considered confidential. However, BHCs and SLHCs may request confidential treatment for any information that they believe is subject to an exemption from disclosure under FOIA, 5 U.S.C. § 552(b). The FR Y-12A data are considered confidential on the basis that disclosure of specific commercial or financial data relating to investments held for extended periods of time

could result in substantial harm to the competitive position of the financial holding company pursuant to the FOIA (5 U.S.C. §§ 552(b)(4) and (b)(8)).

*Abstract:* The FR Y-12 collects information from certain domestic BHCs and SLHCs on their equity investments in nonfinancial companies. Respondents report the FR Y-12 either quarterly or semi-annually based on reporting threshold criteria. The FR Y-12A is filed annually by institutions that hold merchant banking investments that are approaching the end of the holding period permissible under Regulation Y.

*7. Report title:* The Capital and Asset Report of Foreign Banking Organizations, and the Financial Statements of U.S. Nonbank Subsidiaries Held by Foreign Banking Organizations.

*Agency form number:* FR Y-7Q, FR Y-7N and FR Y-7NS, respectively.

*OMB control number:* 7100-0125.

*Frequency:* Quarterly and annually.

*Reporters:* FBOs.

*Estimated annual reporting hours:* FR Y-7Q (quarterly): 315; FR Y-7Q (annual): 118; FR Y-7N (quarterly): 5,331; FR Y-7N (annual): 1,455; FR Y-7NS: 299.

*Estimated average hours per response:* FR Y-7Q (quarterly): 1.25; FR Y-7Q (annual): 1.0; FR Y-7N (quarterly): 6.8; FR Y-7N (annual): 6.8; FR Y-7NS: 1.0.

*Number of respondents:* FR Y-7Q (quarterly): 63; FR Y-7Q (annual): 118; FR Y-7N (annual): 196; FR Y-7N (annual): 214; FR Y-7NS: 299.

*General description of report:* The FR Y-7Q and FR Y-7N information collections are mandatory (12 U.S.C. §§ 1467a(b)(2), 1844(c)(1)(A), 3106(c), and 3108). Confidential treatment is not routinely given to the data in these reports. However, confidential

treatment for information, in whole or in part, on any of the reporting forms can be requested in accordance with the instructions to the form, pursuant to sections (b)(4) and (b)(6) of the Freedom of Information Act (5 U.S.C. §§ 522(b)(4) and (b)(6)).

*Abstract:* The FR Y-7Q collects consolidated regulatory capital information from all FBOs either quarterly or annually. FBOs that have effectively elected to become FHCs file the FR Y-7Q quarterly. All other FBOs (those that have not elected to become FHCs) file the FR Y-7Q annually. The FR Y-7N collects financial information for non-functionally regulated U.S. nonbank subsidiaries held by FBOs other than through a U.S. BHC, U.S. SLHC, U.S. FHC, or U.S. bank. FBOs file the FR Y-7N on a quarterly or annual basis. The FR Y-7NS collects financial information for non-functionally regulated U.S. nonbank subsidiaries held by FBOs other than through a U.S. BHC, U.S. SLHC, U.S. FHC, or U.S. bank. The FR Y-7NS is filed annually, as of December 31, by top-tier FBOs for each individual nonbank subsidiary (that does not meet the filing criteria for filing the detailed report) with total assets of at least \$50 million, but less than \$250 million.

**Board of Governors of the Federal Reserve System, December 23, 2011.**

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Jennifer J. Johnson,  
Secretary of the Board.

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